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Retirement Plan and Oklahoma Firefighters Pension
and Retirement and the Proposed Class*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

In Re Shuffle Master, Inc. Securities Litigation

No. 2:07-cv-00715-KJD-RJJ

**AFFIDAVIT OF ELLEN HINCHEE, ESQUIRE IN SUPPORT OF FINAL APPROVAL
OF THE SETTLEMENT AND AWARD OF ATTORNEYS' FEES**

STATE OF OKLAHOMA :

COUNTY OF TULSA :

I, Ellen Hinchee, Esquire, being duly sworn, do hereby state as follows:

1. I am a Senior Assistant City Attorney for the City of Tulsa. One of my responsibilities is to serve as legal advisor for the City of Tulsa Municipal Employees Retirement Plan ("Tulsa"). I have served in that capacity since 1994, with the exception of several months

1 in 1999. Among my duties at Tulsa is internal oversight of the above-captioned matter (the
2 "Action").

3 2. I submit this Affidavit in support of the final approval of: (i) the proposed \$13
4 million settlement (the "Settlement"), as set forth in the Class Action Stipulation of Settlement
5 filed on February 2, 2010 ("Stipulation of Settlement"); and (ii) an award of plaintiffs' counsel's
6 attorneys' fees and reimbursement of expenses in the Action, as set forth in the Stipulation of
7 Settlement.

8 3. I make this Affidavit based upon my personal knowledge, and upon information
9 made available to me in my official capacity, and upon belief that the information herein is
10 truthful and reliable.

11 4. By order dated November 29, 2007, the Honorable Kent J. Dawson appointed the
12 Shuffle Master Institutional Investor's Group, consisting of Tulsa and Oklahoma Firefighters
13 Pension and Retirement System, as Lead Plaintiffs. The Court also appointed Grant &
14 Eisenhofer, P.A. ("G&E"), counsel for Tulsa and the Shuffle Master Institutional Investor's
15 Group, as Lead Counsel for the Class.

16 5. Tulsa has actively participated in the Action since its inception. In particular I,
17 along with others at Tulsa, have been actively involved in all aspects of the prosecution of the
18 Action, and have overseen and supervised the activities of G&E on behalf of the Class and Tulsa.
19 Among other things, we: (i) reviewed, commented on, revised, and approved significant
20 pleadings, briefs and other papers before they were exchanged and/or filed; (ii) reviewed
21 significant pleadings, briefs and other papers received from the defendants in this Action; (iii)
22 had regular telephonic and email communications, as well as in-person meetings, with attorneys
23 from G&E regarding strategy and developments in the Action; and (iv) gathered documents
24 during discovery.

25 6. In addition, I participated in Settlement negotiations through my communications
26 with G&E, and attended the mediation session before the Honorable Layn R. Phillips, former
27 United States District Court Judge.

1 7. Tulsa supports approval of the \$13 million Settlement, and all aspects thereof, as
2 being in the best interests of Tulsa and other members of the Class. Neither Tulsa, nor any of its
3 employees, agents, affiliates, or associates has received any special remuneration, benefit, or
4 reward arising from this litigation that is not shared in common with the Class.

5 8. Tulsa is aware of its obligation as a Lead Plaintiff to ensure that the attorneys'
6 fees are fair in light of the result achieved for the Class, and also provide reasonable
7 compensation to Lead Counsel for the work involved and substantial risks they undertook in
8 litigating the Action.

9 9. Tulsa endorses the application for an attorneys' fee of 18 percent of the
10 Settlement Fund, plus interest. Tulsa negotiated this rate with Lead Counsel prior to the
11 commencement of the Action, and believes that this payment represents fair and reasonable
12 compensation to Lead Counsel for their efforts, for the excellent result achieved, and for the
13 substantial risks undertaken in this Action.

14 10. In Tulsa's judgment, the \$13 million settlement is an excellent result, and is fair
15 reasonable and adequate, given the monetary benefit, the delays absent settlement, and the
16 absence of any opposition from Class members.

17 11. Tulsa believes that the legal services provided by Lead Counsel met or exceeded,
18 in all respects, the standards of performance applicable to the plaintiffs' securities bar, as Lead
19 Counsel expeditiously obtained a favorable result in a complicated action. Tulsa further believes
20 that the interests of the Settlement Class have been fully protected by Lead Counsel.
21 Accordingly, Tulsa fully supports Lead Counsel's request for fees, and finds such request to be
22 reasonable.

23 12. Tulsa further believes that the \$606,935.50 in litigation expenses being requested
24 for reimbursement is reasonable as the expenses were necessary for the prosecution and
25 successful resolution of the Action.

26 13. In sum, based on our involvement in the prosecution and settlement of the Action,
27 Tulsa endorses the Settlement and believes it provides an excellent result for the Class.
28

1 14. Accordingly, Tulsa respectfully requests that the Court approve the Settlement
2 and the request for attorneys' fees and litigation expense reimbursement incurred in prosecuting
3 the Action on behalf of the Class.

4 I declare under penalty of perjury that the foregoing statements are true and correct to the
5 best of my knowledge.

6 Executed this 27 day of May, 2010 in Tulsa, Oklahoma.

7
8 Ellen Hinchee

9 Ellen Hinchee
10 Senior Assistant City Attorney, City of Tulsa

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12 SWORN TO AND SUBSCRIBED
13 BEFORE ME THIS 27th day of May, 2010.

14
15 Jane L. Sloan
16 Notary Public,
17 My Commission Expires 0-1
18 Comm. No. 8000000000
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